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**UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	
	:	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	:	Case No. 12-12020 (MG)
	:	Jointly Administered
Debtor.	:	
-----X		
RESCAP LIQUIDATING TRUST	:	
	:	
Plaintiff,	:	
	:	
- against -	:	Adv. Proc. No. 14-01999 (MG)
	:	
PRIMARY CAPITAL ADVISORS, LLC,	:	
	:	
Defendant.	:	
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**DECLARATION OF JOHN O'SHEA SULLIVAN IN SUPPORT OF
 DEFENDANT PRIMARY CAPITAL MORTGAGE ADVISORS, LC'S
 MOTION TO WITHDRAW THE REFERENCE AND TO
CHANGE VENUE TO THE DISTRICT OF MINNESOTA**

JOHN O'SHEA SULLIVAN declares as follows under the penalty of perjury under the laws of the United States of America:

1. I am a partner in the firm of Burr & Forman, LLP, counsel for Primary Capital Advisors, LC,¹ n/k/a Primary Capital Mortgage, LLC ("PCA").

2. I submit this declaration in support of PCA's Motion to Withdraw the Reference and to Change Venue to the District of Minnesota.

3. Attached as Exhibits A through E are true and correct copies of the following documents, which are referenced in the accompanying Memorandum of Law in Support of PCA's Motion to Withdraw the Reference and Change Venue:

Exhibit	Description
A.	Adversary Proceeding Complaint and exhibits thereto in ResCap Liquidating Trust v. Primary Capital Mortgage Advisors, LLC, No. 14-01999 (MG)(Bankr. S.D.N.Y.).
B.	Petition filed in <i>In re Residential Capital, LLC</i> , 12-12020 (MG) (Bankr. S.D.N.Y.) with list of Jointly Administered cases.
C.	Order signed on December 11, 2013, Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> , and The Official Committee of Unsecured Creditors, <i>In re Residential Capital, LLC</i> , Case No. 12-12020 (MG) (Bankr. S.D.N.Y.).
D.	Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, <i>et al.</i> , and The Official Committee of Unsecured Creditors, <i>In re Residential Capital, LLC</i> , Case No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed December 6, 2013.
E.	Amended and Restated ResCap Liquidating Trust Agreement, <i>In re Residential Capital, LLC</i> , Case No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed December 17, 2013.
F.	Declaration of Jeffrey A. Lipps in Support of Debtors' Motion for Approval of Settlement Agreement Between the Debtors and the National Credit Union

¹ PCA is incorrectly referred to in the above-styled caption as Primary Capital Advisors, LLC.

	Administration Board, <i>In re Residential Capital, LLC</i> , Case No. 12-12020 (MG) (Bankr. S.D.N.Y.), filed October 28, 2013.
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3. No substantive pretrial proceedings have yet occurred in this adversary proceeding. PCA' time to answer or move against the complaint has been extended to July 24, 2014, without prejudice to further extension(s).

4. PCA did not appear in or file a proof of claim in any of the jointly administered bankruptcy cases for Residential Capital, LLC, or its affiliated debtors in the United States Bankruptcy Court for the Southern District of New York.

I declare that the foregoing is true and correct.

Executed at Atlanta, Georgia, pursuant to 28 U.S.C. § 1746, on July 11, 2014.

/s/ John O'Shea Sullivan
JOHN O'SHEA SULLIVAN